

**THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN
 FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE OF
 ONE HUNDRED TWENTY-EIGHTH OMNIBUS OBJECTION TO
 CLAIMS SHOULD REVIEW THE OMNIBUS OBJECTION TO SEE IF
 THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS
 OBJECTION AND/OR IN THE EXHIBIT ATTACHED THERETO TO
 DETERMINE WHETHER THIS OBJECTION AFFECTS THEIR
 CLAIM(S).**

**IF YOU HAVE QUESTIONS, PLEASE CONTACT
 DEBTORS' COUNSEL, ERIN ECKOLS, AT 214-746-7700.**

WEIL, GOTSHAL & MANGES LLP
 767 Fifth Avenue
 New York, New York 10153
 Telephone: (212) 310-8000
 Facsimile: (212) 310-8007
 Robert J. Lemons

Attorneys for Debtors
 and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
-----X	

**NOTICE OF HEARING ON DEBTORS' ONE HUNDRED TWENTY-EIGHTH
 OMNIBUS OBJECTION TO CLAIMS (SETTLED DERIVATIVES CLAIMS)**

PLEASE TAKE NOTICE that on April 18, 2011, Lehman Brothers Holdings
 Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in
 possession (collectively, the "Debtors"), filed their one hundred twenty-eighth omnibus objection
 to claims (the "Debtors' One Hundred Twenty-Eighth Omnibus Objection to Claims"), and that a

hearing (the “Hearing”) to consider the Debtors’ One Hundred Twenty-Eighth Omnibus Objection to Claims will be held before the Honorable James M. Peck, United States Bankruptcy Judge, in Courtroom 601 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **June 2, 2011 at 10:00 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that any responses to the Debtors’ One Hundred Twenty-Eighth Omnibus Objection to Claims must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court’s filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at www.nysb.uscourts.gov), and served in accordance with General Order M-399, and on (i) the chambers of the Honorable James M. Peck, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert J. Lemons, Esq. and Mark Bernstein, Esq.); (iii) the Office of the United States Trustee for Region 2, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq., Elisabetta Gasparini, Esq., and Andrea B. Schwartz, Esq.); and (iv) attorneys for the official committee of unsecured creditors appointed in these cases, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq., Dennis O’Donnell, Esq., and

Evan Fleck, Esq.); so as to be so filed and received by no later than **May 18, 2011 at 4:00 p.m. (Eastern Time)** (the “Response Deadline”).

PLEASE TAKE FURTHER NOTICE that if no responses are timely filed and served with respect to the Debtors’ One Hundred Twenty-Eighth Omnibus Objection to Claims or any claim set forth thereon, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Debtors’ One Hundred Twenty-Eighth Omnibus Objection to Claims, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: April 18, 2011
New York, New York

/s/ Robert J. Lemons
Robert J. Lemons

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11 Case No.
 :
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)
 :
Debtors. : (Jointly Administered)
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**DEBTORS' ONE HUNDRED TWENTY-EIGHTH OMNIBUS
OBJECTION TO CLAIMS (SETTLED DERIVATIVES CLAIMS)**

**THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE
CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING
THIS ONE HUNDRED TWENTY-EIGHTH OMNIBUS OBJECTION
TO CLAIMS SHOULD REVIEW THE OMNIBUS OBJECTION TO
SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN
THE OMNIBUS OBJECTION AND/OR IN THE EXHIBIT
ATTACHED THERETO TO DETERMINE WHETHER THIS
OBJECTION AFFECTS THEIR CLAIM(S).**

**IF YOU HAVE QUESTIONS, PLEASE CONTACT
DEBTORS' COUNSEL, ERIN ECKOLS, AT 214-746-7700.**

TO THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE:

Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors, in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), respectfully represent as follows:

Relief Requested

1. The Debtors file this one hundred twenty-eighth omnibus objection to claims (the "One Hundred Twenty-Eighth Omnibus Objection to Claims"), pursuant to section 502(b) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and this Court's order approving procedures for the filing of omnibus objections to proofs of claim filed in these chapter 11 cases (the "Procedures Order") [Docket No. 6664], seeking to disallow and expunge the claims listed on Exhibit A annexed hereto.

2. The Debtors have examined the proofs of claim identified on Exhibit A and have determined that the proofs of claim listed on Exhibit A (collectively, the "Settled Derivatives Claims") should be disallowed and expunged as contrary to the settlements that the parties have entered into. Pursuant to this Court's order approving procedures for the settlement or assumption and assignment of prepetition derivatives contracts (the "December Order") [Docket No. 2257], claimants and the Debtors have negotiated settlements of disputes related to derivatives claims. These settlements provide for resolution of the derivatives claims with a payment to the Debtors, with no amounts being due between the parties, or with the counterparty being granted an allowed derivatives claim against one or more Debtor counterparties for a release of all of the

other derivatives claims the claimant has asserted related thereto. The settlements are reflected in executed termination agreements among the relevant parties or have been agreed to by the relevant parties in other writings. The proofs of claim being objected to are not consistent with such settlements as they seek to recover amounts based on prepetition derivatives contracts for which the applicable Debtor does not have liability. The Debtors, therefore, request that the Court disallow and expunge the Settled Derivatives Claims.

Jurisdiction

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

Background

4. Commencing on September 15, 2008, and periodically thereafter, LBHI and certain of its subsidiaries commenced with this Court voluntary cases under title 11 of the Bankruptcy Code. The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. On September 17, 2008, the United States Trustee for Region 2 (the "U.S. Trustee") appointed the statutory committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the "Creditors' Committee").

6. On December 16, 2008, the Court entered the December Order, which approved and established specific procedures by which the Debtors could settle claims arising from the termination of prepetition derivatives contracts.

7. On January 19, 2009, the U.S. Trustee appointed Anton R. Valukas as Examiner in the above-captioned chapter 11 cases (the “Examiner”) and by order, dated January 20, 2009 [Docket No. 2583], the Court approved the U.S. Trustee’s appointment of the Examiner. The Examiner has filed his report pursuant to section 1106(b) of the Bankruptcy Code [Docket No. 7531].

8. On January 14, 2010, the Court entered the Procedures Order, which authorizes the Debtors, among other things, to file omnibus objections to no more than 500 claims at a time, on various grounds, including those set forth in Bankruptcy Rule 3007(d) and those additional grounds set forth in the Procedures Order.

The Settled Derivatives Claims Should Be Disallowed and Expunged

9. In their review of the claims filed on the claims register in these cases, the Debtors have identified the claims on Exhibit A as being claims for which the Debtors specifically negotiated a settlement with the claimants for a payment to the Debtors, for zero dollars, or for an allowed derivatives claim against one or more Debtors in exchange for a release of all other related derivatives claims. The Settled Derivatives Claims are not consistent with the settlements, which provide that the applicable Debtors have no liability under the relevant derivatives contracts.

10. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). If an objection refuting at least one of the claim’s essential allegations is asserted, the claimant has the burden to demonstrate the

validity of the claim. *See In re Oneida Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009); *In re Adelphia Commc'ns Corp.*, Ch. 11 Case No. 02-41729 (REG), 2007 Bankr. LEXIS 660 at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

11. Pursuant to the December Order, the Debtors engaged in negotiations with certain claimants that had filed proofs of claim against the Debtors asserting obligations based on prepetition derivatives contracts. The Debtors and these claimants negotiated and agreed that these derivatives claims would be resolved by (i) no amounts being due between the parties, (ii) the claimants making a payment to the Debtors, or (iii) the claimant having an allowed claim against one or more Debtor counterparties in exchange for a release of all other derivatives claims that it has asserted related thereto. The agreements are reflected in an executed termination agreement or other writing. In order to properly reflect the Debtors' and claimants' agreements, the Debtors request that the Court disallow and expunge in their entirety the Settled Derivatives Claims listed on Exhibit A.

Notice

12. No trustee has been appointed in these chapter 11 cases. The Debtors have served notice of this One Hundred Twenty-Eighth Omnibus Objection to Claims on (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) each claimant listed on Exhibit A; and (vii) all other parties entitled to notice in accordance with the procedures set forth in the second amended order entered on June 17, 2010, governing case

management and administrative procedures for these cases [Docket No. 9635]. The Debtors submit that no other or further notice need be provided.

13. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: April 18, 2011
New York, New York

/s/ Robert J. Lemons

Robert J. Lemons

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

EXHIBIT A

IN RE: LEHMAN BROTHERS HOLDINGS, INC. CASE NO: 08-13555 (JMP)

OMNIBUS OBJECTION 128: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
1	DIADEM CITY CDO LIMITED SERIES 2005-1 C/O THE BANK OF NEW YORK MELLON-LONDON BRANCH ATTN: SANAJAY JOBANPUTRA-VICE PRESIDENT, GLOBAL CORPORATE TRUST ONE CANADA SQUARE LONDON, E14 5AL UNITED KINGDOM	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/18/2009	17951	Undetermined	Settled Derivatives Claim
2	DIADEM CITY CDO LIMITED SERIES 2005-1 C/O THE BANK OF NEW YORK MELLON-LONDON BRANCH ATTN: SANAJAY JOBANPUTRA-VICE PRESIDENT, GLOBAL CORPORATE TRUST ONE CANADA SQUIRE LONDON, E14 AL5 UNITED KINGDOM	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/18/2009	17952	Undetermined	Settled Derivatives Claim
3	FRANCISCAN AT ST. LEONARD K/ N/ A ST. LEONARD 8100 CLYO ROAD CENTERVILLE, OH 45458	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/22/2009	31925	\$7,192,814.10*	Settled Derivatives Claim
4	FRANCISCAN AT ST. LEONARD K/ N/ A ST. LEONARD 8100 CLYO ROAD CENTERVILLE, OH, OH 45458	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/22/2009	31926	\$7,192,814.10*	Settled Derivatives Claim

* - Indicates claim contains unliquidated and/or undetermined amounts

IN RE: LEHMAN BROTHERS HOLDINGS, INC. CASE NO: 08-13555 (JMP)

OMNIBUS OBJECTION 128: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
5	FRANK RUSSELL MULTI- STRATEGY GLOBAL BOND FUND C/O WESTERN ASSET MANAGEMENT COMPANY ATTN: LEGAL DEPT. W- 1457 385 E. COLORADO BLVD. PASADENA, CA 91101	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	20924	\$190,324.80	Settled Derivatives Claim
6	FRANK RUSSELL MULTI-STRATEGY GLOBAL BOND FUND C/O WESTERN ASSET MANAGEMENT COMPANY ATTN: LEGAL DEPT. W- 1457 385 E. COLORADO BLVD. PASADENA, CA 91101	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	21056	\$190,324.80	Settled Derivatives Claim
7	GMAM GROUP PENSION TRUST I - FOR THE ACCOUNT OF ALTERNATIVE HIGH YIELD BANK LOAN POOL - ACCT NO.6FPC C/O PROMARK INVESTMENT ADVISORS, INC. ATTN: MARK SZYCHER 767 FIFTH AVENUE BOSTON, MA 02110	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/22/2009	26428	\$10,370,862.00*	Settled Derivatives Claim
8	GMAM GROUP PENSION TRUST I FOR THE ACCOUNT OF ALTERNATIVE HIGH YIELD BANK LOAN POOL - ACCT. NO. 6FPC C/O PROMARK INVESTMENT ADVISORS, INC. ATTN: MARK SZYCHER 767 FIFTH AVENUE BOSTON, MA 02110	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/22/2009	26429	\$10,370,862.00*	Settled Derivatives Claim

* - Indicates claim contains unliquidated and/or undetermined amounts

IN RE: LEHMAN BROTHERS HOLDINGS, INC. CASE NO: 08-13555 (JMP)

OMNIBUS OBJECTION 128: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
9	GMAM GROUP PENSION TRUST I FOR THE ACCOUNT OF GM STRUCTURED CREDIT OPPORTUNITY POOL - ACCT. NP. 6FDK C/O PROMARK INVESTMENT ADVISORS INC. 767 FIFTH AVENUE ATTN: MARK SZYCHER NEW YORK, NY 10153	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/22/2009	26427	\$7,836,599.00*	Settled Derivatives Claim
10	GMAM GROUP PENSION TRUST I FOR THE ACCOUNT OF GM STRUCTURED CREDIT OPPORTUNITY POOL - ACCT. NO. 6FDK C/O PROMARK INVESTMENT ADVISORS, INC ATTN: MARK SZYCHER 767 FIFTH AVENUE NEW YORK, NY 10153	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/22/2009	29212	\$7,836,599.00*	Settled Derivatives Claim
11	JEWISH SENIORS AGENCY OF RHODE ISLAND ATTN: EXECUTIVE DIRECTOR JEWISH ELDER CARE OF RHODE ISLAND C/O JEWISH SENIORS AGENCY OF RHODE ISLAND 100 NIAN TIC AVENUE PROVIDENCE, RI 02907-3119	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	08/04/2009	9573	\$10,771.49	Settled Derivatives Claim
12	KENDAL ON HUDSON ATTN : JENNIFER ANDERSON, CFO 1010 KENDAL WAY SLEEPY HOLLOW, NY 10591	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/22/2009	31911	Undetermined	Settled Derivatives Claim

* - Indicates claim contains unliquidated and/or undetermined amounts

IN RE: LEHMAN BROTHERS HOLDINGS, INC. CASE NO: 08-13555 (JMP)

OMNIBUS OBJECTION 128: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
13	KENDAL ON HUDSON ATTN: JENNIFER ANDERSON, CFO 1010 KENDAL WAY SLEEPY HOLLOW, NY 10591	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/22/2009	31912	Undetermined	Settled Derivatives Claim
14	LONGACRE MASTER FUND II, LP TRANSFEROR: NYKREDIT BANK A/S ATTN: VLADIMIR JELISAVCIC 810 SEVENTH AVENUE, 33RD FLOOR NEW YORK, NY 10019	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/09/2009	10947	\$10,549.23	Settled Derivatives Claim
15	LONGACRE MASTER FUND II, LP TRANSFEROR: NYKREDIT BANK A/S ATTN: VLADIMIR JELISAVCIC 810 SEVENTH AVENUE, 33RD FLOOR NEW YORK, NY 100193	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	08/11/2009	8031	\$10,549.23	Settled Derivatives Claim
16	LOOMIS SAYLES MULTI-STRATEGY MASTER ALPHA, LTD. -MR. MICHAEL DALEY DIRECTOR OF FIXED INCOME OPERATIONS 25TH FLOOR, ONE FINANCIAL CENTER BOSTON, MA 02111	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	11/12/2008	589	\$25,583.40	Settled Derivatives Claim
17	LOOMIS SAYLES MULTI-STRATEGY MASTER ALPHA, LTD. -MR. MICHAEL DALEY DIRECTOR OF FIXED INCOME OPERATIONS 25TH FLOOR, ONE FINANCIAL CENTER BOSTON, MA 02111	08-13555 (JMP)	Lehman Brothers Holdings Inc.	11/12/2008	590	\$25,583.40	Settled Derivatives Claim

IN RE: LEHMAN BROTHERS HOLDINGS, INC. CASE NO: 08-13555 (JMP)

OMNIBUS OBJECTION 128: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
18	NYKREDIT BANK A/S PLESNER LAW FIRM ATTN: ATTORNEY-AT-LAW SOREN TOFT BJERRESKOV AMERIKA PLADS 37 COPENHAGEN, DK-2100 DENMARK	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/09/2009	10945	\$1,729,654.49	Settled Derivatives Claim
19	PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660-6397	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/22/2009	30382	\$3,637,021.00	Settled Derivatives Claim
20	PACIFIC LIFECORP 700 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/22/2009	30386	\$374,673.00	Settled Derivatives Claim
21	PACIFIC LIFECORP 700 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	08-13905 (JMP)	CES Aviation LLC	09/22/2009	30387	\$374,673.00	Settled Derivatives Claim
22	PEARL FINANCE PLC - SERIES 2005-1 C/O BANK OF NEW YORK MELLON- LONDON BRANCH, THE ATTN: SANAJAY JOBANPUTRA - VICE PRESIDENT GLOBAL CORPORATE TRUST ONE CANADA SQUARE LONDON, E14 5AL UNITED KINGDOM	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	25855	\$25,472,618.00*	Settled Derivatives Claim

* - Indicates claim contains unliquidated and/or undetermined amounts

IN RE: LEHMAN BROTHERS HOLDINGS, INC. CASE NO: 08-13555 (JMP)

OMNIBUS OBJECTION 128: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
23	PEARL FINANCE PLC - SERIES 2005-1 C/O BANK OF NEW YORK MELLON- LONDON BRANCH, THE ATTN: SANAJAY JOBANPUTRA - VICE PRESIDENT GLOBAL CORPORATE TRUST ONE CANADA SQUARE LONDON, E14 5AL UNITED KINGDOM	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	25856	\$25,472,618.00*	Settled Derivatives Claim
24	RIC PLC THE GLOBAL BOND FUND C/O ELLIOT COHEN RUSSELL INVESTMENTS 1301 SECOND AVENUE, 18TH FLOOR SEATTLE, WA 98101	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/22/2009	30852	\$122,523.00	Settled Derivatives Claim
25	TVO COACH HOUSE NORTH LLC ATTN: LEGAL DEPT C/O RESOURCE INVESTMENTS LIMITED, LLC 4300 HADDONFIELD ROAD, SUITE 314 PENNSAUKEN, NJ 08109	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/17/2009	14705	\$15,507.17	Settled Derivatives Claim
26	TVO COACH HOUSE SOUTH LLC ATTN: LEGAL DEPT C/O RESOURCE INVESTMENTS LIMITED, LLC 4300 HADDONFIELD ROAD, SUITE 314 PENNSAUKEN, NJ 08109	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/17/2009	14704	\$38,770.20	Settled Derivatives Claim
27	TVO CORINTH PLACE LLC ATTN: LEGAL DEPT C/O RESOURCE INVESTMENTS LIMITED, LLC 4300 HADDONFIELD ROAD, SUITE 314 PENNSAUKEN, NJ 08109	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/17/2009	14703	\$8,722.63	Settled Derivatives Claim

* - Indicates claim contains unliquidated and/or undetermined amounts

IN RE: LEHMAN BROTHERS HOLDINGS, INC. CASE NO: 08-13555 (JMP)

OMNIBUS OBJECTION 128: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
28	VIRGIN ISLANDS PUBLIC FINANCE AUTHORITY ATTN: MR JULITO FRANCIS RE: DERIVATIVE MASTER ACCOUNT NUMBER 092104VIPF PO BOX 430, EMANCIPATION GARDEN STATION ST. THOMAS, 00804-430 VIRGIN ISLANDS (U.S.)	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/22/2009	30532	Undetermined	Settled Derivatives Claim
TOTAL						\$108,511,017.04	

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : **Chapter 11 Case No.**
 :
LEHMAN BROTHERS HOLDINGS INC., et al., : **08-13555 (JMP)**
 :
Debtors. : **(Jointly Administered)**
-----X

**ORDER GRANTING DEBTORS' ONE HUNDRED TWENTY-EIGHTH
OMNIBUS OBJECTION TO CLAIMS (SETTLED DERIVATIVES CLAIMS)**

Upon the one hundred twenty-eighth omnibus objection to claims, dated April 18, 2011 (the "One Hundred Twenty-Eighth Omnibus Objection to Claims"),¹ of Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), pursuant to section 502(b) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, and this Court's order approving procedures for the filing of omnibus objections to proofs of claim [Docket No. 6664], seeking disallowance and expungement of the Settled Derivatives Claims on the grounds that the Debtors and claimants have agreed that the Settled Derivatives Claims seek recovery of monies for which the applicable Debtors are not liable, all as more fully described in the One Hundred Twenty-Eighth Omnibus Objection to Claims; and due and proper notice of the One Hundred Twenty-Eighth Omnibus Objection to Claims having been provided to (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) each claimant listed

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Debtors' One Hundred Twenty-Eighth Omnibus Objection to Claims.

on Exhibit A attached to the One Hundred Twenty-Eighth Omnibus Objection to Claims; and (vii) all other parties entitled to notice in accordance with the procedures set forth in the second amended order entered on June 17, 2010, governing case management and administrative procedures for these cases [Docket No. 9635]; and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the One Hundred Twenty-Eighth Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the One Hundred Twenty-Eighth Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the relief requested in the One Hundred Twenty-Eighth Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the Settled Derivatives Claims listed on Exhibit 1 annexed hereto are disallowed and expunged in their entirety with prejudice; and it is further

ORDERED that this Order supersedes all previous orders regarding the Settled Derivatives Claims listed on Exhibit 1 annexed hereto; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object and defend on any basis are expressly reserved with respect to, any claim listed on Exhibit A annexed to the One Hundred Twenty-Eighth Omnibus Objection to Claims that does not appear on Exhibit 1 annexed hereto; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine

all matters arising from or related to this Order.

Dated: _____, 2011
New York, New York

UNITED STATES BANKRUPTCY JUDGE